



September 25, 2025

To whom it may concern,

Company Name Resona Holdings, Inc.
(Code 8308: Prime Market of Tokyo Stock Exchange)

Notice Regarding the Finalization of Details of the Employee Share Benefit Trust and Disposal of
Treasury Stock through Third-Party Allotment

Resona Holdings, Inc. (hereinafter the “Company”) hereby announces that a resolution to introduce an employee share benefit trust system (hereinafter the “System”^{*1}) for employees of subsidiaries was passed at the May 13, 2025, Board of Directors meeting. The System is an incentive plan designed to benefit employees (hereinafter “Recipient Employees”) serving at one of the Company’s subsidiaries (Resona Bank, Limited, Saitama Resona Bank, Limited, Kansai Mirai Bank, Limited and Minato Bank, Limited; hereinafter the “Beneficiary Subsidiaries”) and meeting certain requirements.

The specifics of the System were finalized by the Representative Executive Officer following the deliberations of the Executive Committee meeting held today. Moreover, it was decided to dispose of treasury shares through a third-party allotment (the “Disposal of Treasury Shares”) in conjunction with the introduction of the System.

^{*1} Hereinafter, the trust agreement to be signed between Resona Holdings, Inc. and Resona Bank, Limited shall be referred to as the “Trust Agreement.” Also, the trust to be established based on the Trust Agreement shall be referred to as the “Trust.”

1. System Details

(1) Overview of the Trust

- (i) Name: Employee Share Benefit Trust
- (ii) Consigner: Resona Holdings, Inc.
- (iii) Trustee: Resona Bank, Limited

Resona Bank, Limited is also expected to sign a specific comprehensive trust agreement with the Custody Bank of Japan, Ltd., with the latter becoming re-trustee.

- (iv) Beneficiaries: Recipient Employees who meet beneficiary requirements prescribed in Share Benefit Rules
- (v) Trust Administrator: To be appointed from among Recipient Employees
- (vi) Type of the Trust: Trust of cash other than a cash trust (third-party benefit trust)
- (vii) Date of the signing of the Trust Agreement: October 10, 2025 (planned)
- (viii) Date of funding: October 10, 2025 (planned)
- (ix) Trust period: From October 10, 2025 (planned) to the date of the termination of the Trust
(The date of the termination of the Trust is not specified, ensuring that the Trust will continue as long as the System is in place.)

(2) The Content of Company Shares to Be Acquired When the Trust Is Established

- (i) Type of shares to be acquired: Common stock
- (ii) The amount to be entrusted as share acquisition funds: ¥976,677,000
- (iii) The total number of shares to be acquired: 634,000 shares
- (iv) Method of share acquisition: Reception of an allotment of the Company’s disposal of treasury shares
- (v) Date of share acquisition: October 10, 2025

2. The Disposal of Treasury Shares through a Third-Party Allotment

(1) Overview of the Disposal

- (i) Date of disposal: October 10, 2025
- (ii) Type and number of shares to be disposed of: The Company's common stock; 634,000 shares
- (iii) Disposal value: ¥1,540.5 per share
- (iv) Total disposal amount: ¥976,677,000
- (v) The planned recipient of disposed shares: Custody Bank of Japan, Ltd. (trust account)
- (vi) Others: Regarding the Disposal of Treasury Shares, the Company has submitted an extraordinary report in accordance with the Financial Instruments and Exchange Act.

(2) Purposes of and Reasons for the Disposal

The Company's Board of Directors resolved to introduce the System at a meeting held on May 13, 2025, with the purpose of stimulating Recipient Employees' drive to contribute to, and raising their morale with regard to, the medium- to long-term enhancement of the Resona Group's corporate value, beginning with the provision of new value to customers.

The introduction of the System entails the Disposal of Treasury Shares through a third-party allotment. These shares will be allotted to the Custody Bank of Japan, Ltd., which has been appointed as the re-trustee of Resona Bank, Limited, the trustee of the Trust.

The number of shares to be disposed of will be equivalent to the total number of shares to be granted to Recipient Employees based on their achievements over the course of the fiscal year ending March 31, 2026, in accordance with the Share Benefit Rules established by Beneficiary Subsidiaries in conjunction with the introduction of the System. The number of shares to be disposed of will account for 0.03% of the total number of shares outstanding, which amounts to 2,307,136,666 shares as of March 31, 2025. In addition, the number of voting rights of shares to be disposed of will also account for 0.03% of the total number of voting rights (23,047,379) as of the same date. (These percentage figures are rounded to the nearest second decimal place.) The Company believes that the impact of the Disposal of Treasury Shares on the stock trading market will be insignificant as it considers the volume of shares to be disposed of, along with a resulting dilution of the remaining shares outstanding, to be reasonable.

(3) Basis for the Calculation of Disposal Value and Its Details

The Company set the disposal value to be applied to the Disposal of Treasury Shares at ¥1,540.5 per share. With the aim of eliminating arbitrariness from the value-setting process, the Company based the above value on the closing price of its common stock shares traded at the Tokyo Stock Exchange as of September 24, 2025, the business day before the decision made by the Representative Executive Officer (hereinafter the "Decision Date") with regard to this disposal. The Company believes that the above value is reasonable and properly represents its corporate value in the form of the latest ratings by the stock market just a day prior to the Decision Date. In addition, the above value's deviation rates vis-à-vis average closing prices recorded over the course of one-month, three-month and six-month periods leading up to the day before the Decision Date, are as presented below.

Periods	Average closing prices* ²	Deviation rates* ³
One-month period (from August 25 to September 24, 2025)	¥1,493	3.18%
Three-month period (from June 25 to September 24, 2025)	¥1,416	8.79%
Six-month period (from March 25 to September 24, 2025)	¥1,304	18.14%

*2 Figures are rounded down to the nearest yen.

*3 Figures are rounded to the second decimal place.

As described earlier, the Company based the disposal value on the closing price of its common stock shares as of September 24, 2025, the business day before the Decision Date and, considering this fact and in light of the above-presented deviation rates, the Company has judged that this disposal value is not particularly favorable to the planned allottee of the shares to be disposed of.

With regard to the above disposal value, the Audit Committee (consisting of 4 members, including 3 outside directors) has issued an opinion confirming the reasonableness of the Company's judgment process, which led

it to conclude that this value is not particularly favorable to the planned allottee. Accordingly, the Audit Committee considers the Company's judgment to be appropriate.

(4) Matters related to Procedures Stipulated in Code of Corporate Conduct

The Disposal of Treasury Shares does not require that opinions be obtained from independent third-parties or that the intentions of existing shareholders be confirmed because, as stipulated in Article 432 of the Regulations for Listed Securities established by the Tokyo Stock Exchange, (1) the dilution ratio falls short of 25% and (2) there will be no resulting change in controlling shareholders.

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